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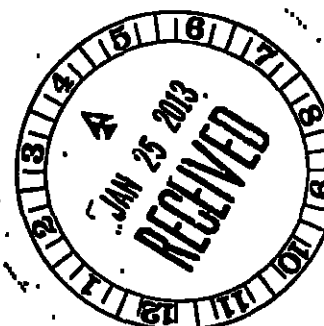
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Public Record

January 25, 2013

BY HAND-DELIVERY

The Honorable Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
395 E Street, SW, Room #100
Washington, DC 20423-0001

Re Finance Docket No. 32760, *Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company -- Control and Merger -- Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp. And the Denver and Rio Grande Western Railroad Company*



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Dear Ms. Brown:

In a letter filed by Union Pacific Railroad Company ("UP") in this proceeding on Friday, January 18, 2013, UP "completed" its objection to two shipper support letters received by the Board from shippers who face the loss of pre-merger competitive options at the Rogers Facility at Modesto, CA as the result of UP's action in closing the facility to reciprocal switching by Modesto & Empire Traction Company ("M&ET"). In its letter, UP requests the Board, if it accepts the shipper letters, to allow it to respond to the purported "new evidence" in the two letters and proffers the evidence that it would submit. Pursuant to the Board's rules, BNSF Railway Company ("BNSF") and G3 Enterprises ("G3") submit this letter in response to UP's request.

BNSF and G3 object to the submission of the proffered evidence because it would be wholly irrelevant to the issues before the Board. Those issues are: (i) whether the representations by UP to M&ET in 1995 to secure M&ET's acquiescence to the merger have been breached by UP, and (ii) whether UP's action of closing the Rogers Facility violates UP's representations in its pleadings that competition by two carriers would be preserved at all locations and would be strengthened at all 3-to-2 locations, and more importantly violates the Board's purpose and intent behind the conditions that it imposed on the UP/SP merger that two carrier competition be preserved.

The evidence that UP seeks to submit addresses neither of those issues. Apart from the issue of UP's breach of both the letter and spirit of its 1995 representations to M&ET and of the representations UP made in its Application and other pleadings to the Board (which independently fully support the relief requested), the issue for Board resolution is essentially a black and white one – if a Shipper Facility (as defined in the Restated and Amended Settlement

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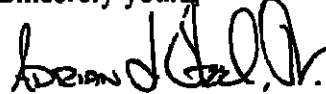
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Agreement) had competitive service pre-merger, UP cannot take action post-merger to eliminate all service to the facility other than service by UP. That is a bedrock principle of Decision No. 44 UP's proffered evidence bears no relation to that issue.

BNSF and G3 respectfully suggest therefore that the matter be deemed to have been taken under consideration at the end of the oral argument and that the record be closed as of that time

Please contact me if you have any questions Thank you

Sincerely yours,

A handwritten signature in black ink, appearing to read "Adrian L. Steel, Jr.", written in a cursive style.

Adrian L. Steel, Jr
Counsel for BNSF Railway Company

cc: Parties of Record
Michael L. Rosenthal, Esq
Jolene A. Yee, Esq